

Fremantle Society Constitution

1. NAME 3
2. DEFINITIONS 3
3. OBJECTIVES 3
4. POLICY 4
5. POWERS – THE SOCIETY SHALL HAVE THE FOLLOWING POWERS: 4
6. MEMBERSHIP 5
7. GENERAL MEETINGS 6
8. THE COMMITTEE 7
9. NOMINATIONS FOR ELECTION OF OFFICER-BEARERS AND MEMBERS OF THE COMMITTEE 8
10. MANAGEMENT 9
11. POWERS OF THE COMMITTEE 10
12. THE COMMON SEAL 11
13. ALTERATION OF THE CONSTITUTION 11
14. BY-LAWS 12
15. INDEMNITY 12
16. DISSOLUTION 12

1. NAME

The name of the Society shall be the Fremantle Society.

2. DEFINITIONS

In this Constitution and all the By-Laws made hereunder, unless inconsistent with the context or subject matter, the following definitions apply:

“The Society” means The Fremantle Society Incorporated.

“Committee” means the duly elected committee, for the time being, of the Society.

“General Meeting” means a General Meeting of the Society whether annual or a special meeting convened by the Committee pursuant to Article 7(b) of the Constitution.

“By-Laws” means the By-Laws listed with this Constitution or as amended in accordance with Articles 7(a) and 14 of the Constitution.

“Fremantle Area” means the City of Fremantle, the Town of East Fremantle and such contiguous areas as shall be deemed by the Committee to be relevant to the objectives of the Society.

“Majority” unless otherwise qualified means a simple majority, eg. 10 out of 18.

“Servant” means any paid employee of the Society.

3. OBJECTIVES

(a) To give responsible voice on matters affecting the overall character and development of the Fremantle area.

(b) To encourage the improvement of the Fremantle area as a desirable residential and commercial district whilst retaining its unique character.

(c) To encourage the retention and restoration of buildings of historic and aesthetic value.

(d) To encourage the preservation of the natural heritage of the Fremantle area.

(e) To ensure that the new development complements established patterns, is of high architectural and aesthetic standards, and served the long-term interests of the area.

(f) To foster the development of the area as a major cultural, educational and entertainment centre.

4. POLICY

(a) In serving its declared objectives the Society shall make no distinction as to race, sex, religion or political party. Notwithstanding this, the Society may support materially or otherwise any policy or person issuing from or affiliated with a political party when such support is, in the opinion of the Committee, in accordance with the declared objectives of the Society.

(b) The income and property of the Society shall be applied to the promotion of its objectives and no part thereof shall be paid or transferred directly or indirectly by way of individual, bonus or otherwise by way of pecuniary profits to the members provided that reasonable remuneration may be paid in good faith to officers and servants of the Society or other persons in return for services actually rendered to the Society.

5. POWERS – The Society shall have the following powers:

(a) To solicit and receive any real or personal property by way of gift, contribution, devise or bequest from any person, organisation, firm or corporation for the purpose of carrying out the objectives of the Society.

(b) To purchase, take on lease or in exchange, hire or otherwise acquire and maintain any real property and any rights and privileges in relation thereto. The exercise of any of these powers shall be subject to the expenditure of a sum not exceeding \$5,000 in respect of any one purchase. Any expenditure exceeding this sum shall be determined by a two thirds majority of the members present and voting at any General Meeting of the Society when such proposed expenditure shall have been included on the agenda.

(c) To purchase, take on lease or in exchange, hire or otherwise acquire and maintain any personal property, goods or services and any rights and privileges in relation thereto. The exercise of any of these powers shall be subject to the expenditure of a sum not exceeding \$5,000 in respect of any one purchase. This sum may be varied in accordance with the provision of Rule 6(c). Any expenditure exceeding \$5,000 or exceeding the amount as varied pursuant to Rule 6(c) shall be as determined by a two thirds majority of members present and voting at any General Meeting of the Society when such proposed expenditure shall have been included on the agenda.

(d) To erect, maintain, improve, alter and repair or pull down and rebuild any building or any other structure on any real estate acquired under the provisions of Articles 5(a) or 5(b).

(e) To sell, exchange, lease, license, mortgage, lend with or without interest, hire, dispose of, turn to account or otherwise deal with all or any part of the real and personal property of the Society, subject to the provisions of Articles 4(b) and 5(f).

(f) In respect of the sale of real estate occurring under the powers conferred by 5(e) the terms of such sale shall be as determined by a two thirds majority of members present and voting at any General Meeting of the Society when the matter shall have been included on the agenda.

(g) To borrow or raise and secure the payment of money in such manner as shall be resolved by a two thirds majority of members present and voting at any General Meeting of the Society when such a proposal shall have included on the agenda.

(h) To invest and deal with the moneys of the Society not immediately required for the purposes of the Society in such manner as may from time to time be determined.

(i) To appoint, employ, dismiss or suspend any servant.

(j) To become affiliated with or subscribe to any other association or body whose objects are similar to the objects of the Society and, if thought fit, to withdraw or retire from any such association or body.

6. MEMBERSHIP

(a) There shall be the following classes of members:

benefactors

corporate member

honorary life members

ordinary members

organisation member

family members

reduced income members

organisation members

corporate members

and such further or other classes as may be prescribed in the By-Laws, which shall prescribe the rights and obligations attaching to each class. Persons who are, at the date of the adoption of this Constitution, members and office bearers of the Fremantle Society and all such persons as may hereafter become members as provided hereunder shall (so long as they continue to be member) enjoy the rights and privileges and accept the obligations established by this Constitution and these By-Laws.

(b) Except for honorary life members each member shall pay such joining fee and membership fee as shall from time to time be determined by the By-Laws of the Society. The Committee shall have the power to remit any joining fee or membership fee or any part thereof.

(c) The Committee shall have the right to refuse or cancel membership. Any person aggrieved by the exercise of this right may appeal to the Society at its next following General Meeting. Notice of such appeal shall appear on the agenda of the meeting.

(d) A person shall cease to be a member of the Society:

(i) on resignation in writing.

(ii) by non-payment of membership fees at the time of the Annual General Meeting each year. See paragraph 3(c) of the By-Laws.

(iii) by expulsion by the Committee in accordance with Article 6(c) of the Constitution.

(iv) by ceasing to satisfy the requirements for membership of a particular class of member.

7. GENERAL MEETINGS

(a) The Annual General Meeting of the Society shall be held on the fourth Wednesday in November (or as close as possible) each year at such time and place as shall be determined by the Committee for the purpose of receiving the Annual Report and audited financial statements, conducting elections for the Committee and other honorary positions (if required), confirming any deletions, alterations or additions (if any) to the By-Laws and transacting any business which the Chair of the Meeting considers proper or which is required by this Constitution to be transacted.

(b) A Special General Meeting may be called by the Committee at any time or shall be called by the Committee by a requisition made in writing of at least twenty financial members of the Society and such meeting shall be held at such time and place as shall be determined by the Committee. Any requisition made by members shall express the object of the meeting proposed to be called and on receipt thereof the Committee shall forthwith

convene a Special General Meeting. If the Committee does not convene a Special General Meeting to be held in not less than fourteen days from nor more than twenty one days after the time of the requisition being so sent, the members giving the requisition or any one of them may convene such a meeting.

(c) Proper notice of every General Meeting and the agenda thereof shall be given in writing to every financial member resident in Western Australia or by advertisement in the public press, or both, and business shall be confined to the agenda. In the case of the Annual General Meetings, proper notice shall be a minimum of thirty days and in the case of Special General Meetings, proper notice shall be a minimum of fourteen days.

(d) At any General Meeting of the Society twenty members eligible to vote shall constitute a quorum.

(e) If within half an hour from the time appointed General Meeting a quorum of members is not present, the meeting if convened upon the requisition of members shall be dissolved, but in any other case it shall stand adjourned to the same day the following week at the same time and place, and if at such adjourned meeting a quorum of members are not present, the members present shall be a quorum and may transact the business for which the meeting was called.

(f) The President of the Society or in his/her absence the Vice President shall preside at every General Meeting of the Society unless the Committee by resolution appoint another chairman.

(g) Each benefactor, ordinary member, corporate member, organisation member, honorary life member, reduced income member and family member over the age of eighteen (18) years shall be entitled to be present and to exercise one vote in person at all General Meetings of the Society. No other member shall have the right to vote. There shall be no voting by proxy. Voting shall be by a show of hands unless a minimum of eight eligible members shall request a poll. In the case of equality of votes the Chair may exercise a second or casting vote. The Chair shall not exercise his original vote at a time when he/she knows the voting figures. In the event of an equality of voting, if the Chair declines to exercise his/her casting vote, the motion shall be declared lost.

(h) The minutes of the proceedings at each General Meeting of the Society shall be entered in a book and shall be signed by the Chair of the next General Meeting or at any subsequent General Meeting if so resolved.

(i) The Annual General Meeting shall appoint an Honorary Auditor for the following year in accordance with Article 7 (c) of this Constitution. In the event that the Annual General Meeting is unable to appoint an Honorary Auditor, then the President of the Society shall commission an auditor who shall be paid a fee.

(j) The Annual General Meeting may also elect the following honorary officers, one Patron and one Solicitor in accordance with Article 7(c) of this Constitution.

8. THE COMMITTEE

(a) The Committee of the Society consist of the President, the Honorary Secretary, the honorary Treasurer and up to nine elected members, one of whom shall be elected Vice President by the Committee. The Committee may appoint any member of the Society to fill any casual vacancy on the Committee. In addition, a majority of the Committee may appoint up to three additional members of the Society to the Committee. No person shall be elected to the Committee who has not been a financial member for at least three months.

(b) There shall be an election of all the Committee Office-bearers and members (other than the appointed members) at the Annual General Meeting. The election shall be by secret ballot and shall be supervised by three returning officers appointed by the outgoing Committee. The system of voting shall be “first past the post”. See Article 9 of the Constitution.

(c) All office-bearers and elected and appointed members of the Committee shall hold office until the next succeeding Annual General Meeting and shall be eligible for re-election or re-appointment. The new Committee shall assume its duties at the end of the Annual General Meeting.

(d) Any servant of the Society shall not be eligible for election or appointment to the Committee.

9. NOMINATIONS FOR ELECTION OF OFFICER-BEARERS AND MEMBERS OF THE COMMITTEE

(a) A candidate for election as President, Honorary Secretary, Honorary Treasurer or Committee member must be nominated in writing by one member of the Society, seconded by another and the nomination papers shall contain the candidates signed consent to the nomination.

(b) The nomination papers shall be lodged at the address of the Society or with the Honorary Secretary two clear weeks prior to the day on which the election is to be held. If the number of candidates is equal to the number of vacancies to be filled, the Chair of the Annual General Meeting shall declare the candidates duly elected.

(c) If the number of candidates is less than the number of vacancies to be filled, the Chair of the Annual General Meeting shall declare the candidates duly elected and as soon as is convenient after that meeting the Committee then in office shall fill the vacancy or vacancies.

(d) If the number of candidates nominated exceeds the number of vacancies to be filled, an election by ballot shall be conducted. Any candidate may withdraw his/her nomination at any time.

(e) The following provisions shall apply to a ballot for the election of the President, Honorary Secretary, Honorary Treasurer and ordinary members of the Committee:

(i) The Committee shall, when it fixes the date of the Annual General Meeting, appoint three members of the Society to be the returning officers for the election.

(ii) If any member so appointed is unable or unwilling to act, the Committee shall appoint another in his/her place.

(iii) The member voting shall place a cross in the square opposite the name of each candidate on the ballot paper for whom he wishes to vote and shall for no more or no less than the required number of candidates.

(iv) Immediately after the close of the ballot, the Chair who distributes and collects shall hand to the returning officers the ballot papers received.

(v) The candidate receiving the greatest number of votes shall be elected.

(vi) In the case of an equality of votes the Chair shall have no casting vote, and the ballot shall be resolved by the drawing of lots.

10. MANAGEMENT

(a) The Committee shall superintend and conduct the business and affairs of the Society either directly or through its duly appointed agents or sub-committees and, unless required by this Constitution and By-Laws to be exercised or done by the Society in General Meeting, may exercise or do all such powers, acts and things as the Society itself may exercise or do.

(b) The President shall be the Chair of the Committee unless the Committee by resolution appoint another Chair for any occasion. The Committee shall meet as often as it may deem necessary, but at least once a quarter to transact current business. Five office-bearers and members of the Committee shall form a quorum provided that this number shall include the President and the Vice President. All questions arising at any Committee meeting shall be determined by a majority of the votes of the office-bearers and members of the Committee present. In the event of an equality of voting, the Chair shall have a second or casting vote. The Chair shall not exercise his/her original vote when the voting figures are known to him. Should the Chair decline to exercise his/her casting vote the motion shall be deemed lost.

The minutes of the proceedings at each meeting of the Committee shall be recorded and shall be endorsed by the Chair at the next succeeding meeting or at any subsequent meeting of the Committee if so resolved.

(c) Any office-bearer or member of the Committee who has a direct or indirect financial interest, or is related to any person who has a direct or indirect financial interest, in any matter to be voted upon at any Committee meeting shall declare such financial interests to such meeting and shall be disqualified from voting (but not from speaking) on any such matter.

(d) Any office-bearer or member of the Committee who ceases to be resident in Western Australia or is absent without apology or leave from three consecutive meetings of the Committee shall vacate his/her office.

(e) All Committee meetings shall be open to attendance without notice by any financial member of the Society but no person shall be entitled to speak thereat except by leave of the Committee. The Committee may, however, by vote of two-thirds of the Committee members present, conduct all or any part of its proceedings in camera.

(f) The Committee may appoint sub-committees as it may deem necessary for the efficient management of the Society. Each sub-committee shall be responsible to and shall report in writing to the Committee at each Committee meeting.

(g) The Committee may, from time to time, recommend variations in all classes of membership fees to a General Meeting. See Paragraph 3(a) of the By-Laws and Article 6(b) of the Constitution.

11. POWERS OF THE COMMITTEE

Without prejudice to or limiting the powers conferred on the Society either under the Constitution or at law or in equity (each of which may be exercised by the Committee in the name of the Society) the Committee shall have power to do or permit any one or more of the following:

(a) To refuse or cancel any membership, subject to appeal to the General Meeting (See Article 6(c) of the Constitution).

(b) To publish periodical newsletters for circulation to members at their designated addresses at such times and upon such other terms and conditions as the Committee may think fit.

(c) To employ, appoint and, if necessary, dismiss all such servants as may, in the opinion of the Committee, be necessary, and to pay such wages and expenses to such persons as the Committee may think fit.

(d) To make By-Laws not inconsistent with the Constitution or with each other for the regulation and management of the Society, and to revoke, alter or add the By-Laws as occasion may require in accordance with Article 14 of the Constitution.

(e) To appoint and dissolve such sub-committees as it shall deem necessary for the efficient management of the Society and to determine their powers,

duties, rights, privileges and procedures and to delegate to such sub-committees such powers of the Committee as the Committee shall determine.

(f) To appoint any member of the Society to fill any casual vacancy occurring in the Committee.

(g) To appoint Committee Office-bearers or members (and to revoke such appointment) to oversee one or more areas of activities or operations of the Society, such person or persons to be responsible for the proper performance of such areas of activities or operations, and to report to and keep Committee informed thereon.

(h) To keep and operate accounts at any Bank, Building Society or Public Financial Institution.

(i) To draw, make, accept, endorse and issue cheques, negotiate securities or instrument of whatever kind or nature and to determine by which persons such cheques, negotiable securities or instruments shall be signed.

(j) To invest surplus moneys in such investments as the Committee shall think fit.

(k) To take and defend all legal proceedings by or on behalf of the Society, and to appoint all necessary Attorneys for any such purpose.

(l) To do and perform any other acts, matters or things in connection with or relative to the management and affairs of the Society as shall not by this Constitution be required to be done by the Society in General Meeting.

12. THE COMMON SEAL

(a) The Common Seal of the Society shall be held in the custody of the Secretary who is responsible for its safety.

(b) The Common Seal shall not be fixed to any document, except pursuant to a resolution of a General Meeting of the Society, and shall be so affixed by the Secretary in the presence of the President, and evidenced by their signatures to the document.

13. ALTERATION OF THE CONSTITUTION

Any proposal to repeal or amend this Constitution shall be given in writing to the Secretary and specify exactly the alterations proposed. The proposal shall be considered by the Committee at its next meeting and then be submitted to a Special General Meeting of which fourteen days notice shall be given together with any recommendations the Committee may decide to make. The proposed alteration will become effective only if it receives a two-thirds majority of members present and voting at such Special General Meeting.

14. BY-LAWS

The By-Laws of the Society shall be as specified, and no revocation, alteration or addition thereto may be made unless consistent with this Constitution and unless either

(i) approved by a majority of members present and voting in General Meeting or

(ii) proposed and seconded at one meeting of the Committee and confirmed at the next Committee meeting (after due notice of it is given to each Office-bearer and member of the Committee prior to such meeting) by a majority of those present and voting. All such revocations, alterations and additions to the By-Laws made by the Committee as herein provided shall cease to have effect as from the date of the next General Meeting unless the same be confirmed thereat by a simple majority.

15. INDEMNITY

The members of the Committee, secretaries, servants and other Office-bearers of the Society and their respective executors and administrators shall be indemnified and saved harmless out of the funds of the Society from and against all charges, costs, losses, damages and expenses which they or any of them shall or may incur or sustain in or about the execution of their respective offices or in or about any contracts or agreements made by them, for or on behalf of the Society or in furtherance of the objects of the Society except such charges or expenses as shall be incurred or sustained by or through their own wilful default.

16. DISSOLUTION

(a) The Society shall be dissolved upon the vote of 75 per cent majority of the members present at a Special General Meeting called for the purpose.

(b) The Society shall be dissolved if the membership falls below twenty (20) persons.

(c) Upon dissolution the assets and funds shall, after payment of all expenses and liabilities, be handed over to such registered or exempted charity or charities, specified in Section 78 of the Income Tax Assessment Act, as a majority of the remaining members shall decide.